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LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS
HOUSTON
BATON ROUGE
LITTLE ROCK
JACKSON
FORT SMITH
LAKE PROVIDENCE

2777 STEMMONS FREEWAY
SUITE 925
DALLAS, TEXAS 75207

TELEPHONE (214) 634-3939
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DIRECT DIAL:

December 21, 1995

RECORDATION NO. 16017-HHH

FILED 1425

DEC 26 1995 -1 50 PM

F-I-I 555
K K K

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 7-12)

LICENSING BRANCH

Dec 26 1 48 PM '95

RECEIVED
OFFICE OF THE
SECRETARY

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Twelfth Supplement to Equipment Trust Agreement, a primary document, dated as of December 21, 1995, between Trinity Industries Leasing Company (the "Company") and The Bank of New York, a New York Banking Corporation, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated December 21, 1995, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 21, 1995, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 21, 1995, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Twelfth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of November 4, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017 on November 8, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 16017-A and 16017-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 16017-H and 16017-J, respectively; the Second Supplement to Equipment Trust Agreement dated as of August 13, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under

Michael Peters
Cheney

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Recordation No. 16017-N on August 20, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-M and 16017-O, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 26, 1992 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-S on August 28, 1992 along with an Assignment and Bill of Sale under Recordation Nos. 16017-R and 16017-T; and the Fourth Supplement to Equipment Trust Agreement dated as of August 30, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-U on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-V and 16017-W, respectively; and the Fifth Supplement to Equipment Trust Agreement dated as of November 23, 1993 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-Y on November 24, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 16017-Z and 16017-AA, respectively; and the Sixth Supplement to the Equipment Trust Agreement dated as of February 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-CC on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-DD and 16017-GG, respectfully; and Correction Agreement to Sixth Supplement to Equipment Trust Agreement dated as of March 25, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-HH on March 29, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-II and 16017-JJ, respectfully; the Seventh Supplement to Equipment Trust Agreement dated as of August 30, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-LL on August 30, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-MM and 16017-NN; the Eighth Supplement to Equipment Trust Agreement dated as of September 23, 1994, between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 16017-PP on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 16017-QQ and 16017-RR; and the Ninth Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-TT on March 21, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-UU and 16017-VV; and the Tenth Supplement to Equipment Trust Agreement dated as of September 25, 1995, between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-XX on September 25, 1995, along with Assignment and Bill of Sale under Recordation Nos. 16017-YY and 16017-AAA; and the Eleventh Supplement to Equipment Trust Agreement dated as of October 25, 1995 between the Company and the Bank as Trustee, which was filed and recorded under Recordation No. 16017-DDD on October 27, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 16017-EEE and 16017-FFF.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 228 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 101 Barclay (21W) New York, New York 10286.

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McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

The railroad equipment covered by the Twelfth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Twelfth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Twelfth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Twelfth Supplement to Equipment Trust Agreement, a primary document, dated as of December 21, 1995, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering One Hundred Seventy Eight (178) railcars, and (ii) Assignment, a primary document, dated December 21, 1995, between the Company (as Assignor), and the Bank, as Trustee, and covering One Hundred Seventy Eight (178) railcars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 21, 1995, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Twelfth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated December 21, 1995, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of November 4, 1988 referred to above.

Very truly yours,



Richard A. Fogel

RAP:slg
Enclosures

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company covering the following described railroad cars (Partial Riders 9 and 10):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
99	4,750 cu. ft. Lo Covered Hopper Cars	TILX 511164-511201, 511203-511208, 511462, 511464, 511465, 511467, 511470, 511472-511474, 511479, 511481-511484, 511486, 511491, 511493, 511494, 511498, 511501, 511511, 511513, 511523, 511525, 511532, 511543, 511638, 511656, 511675, 511678, 511679, 511684- 511708

2. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 15):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
26	29,947 Gal. 111A100W1 Tank Cars	TILX 190252, 190257- 190259, 190261-190282

3. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 16):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
32	20,110 Gal. 105A500W Tank Cars	TILX 400361-400392

4. Railroad Car Net Lease Agreement, dated March 22, 1984, between Trinity Industries Leasing Company and C-I-L, Inc. (name changed to ICI Canada Inc.) covering the following described railroad cars (Riders 1 and 2):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
20	4,750 cu. ft. Lo Covered Hopper Cars	TILX 511714-511733

5. Railroad Car Lease Agreement, dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum Ltd. covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	34,000 Gal. 112J340W Tank Car	TILX 300256

REGISTRATION NO. 16017-HHH
FILED 1 1995
DEC 26 1995 - 1 55 PM
INTERDIATE COMMERCE COMMISSION

**TWELFTH SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT**

(TRINITY INDUSTRIES LEASING COMPANY EQUIPMENT TRUST SERIES 7)

Dated as of December 21, 1995

Between

**THE BANK OF NEW YORK
(a New York Banking Corporation), SUCCESSOR TRUSTEE**

AND

TRINITY INDUSTRIES LEASING COMPANY

TWELFTH SUPPLEMENT dated as of December 21, 1995 (herein called this "Twelfth Supplement"), to the Equipment Trust Agreement dated as of November 4, 1988 (hereinafter called the "Trust Agreement"), between TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (hereinafter called the "Company") and THE BANK OF NEW YORK, a New York Banking Corporation, as Successor Trustee (hereinafter in such capacity called the "Trustee").

PRELIMINARY STATEMENT

A. The Trust Agreement was filed with the Interstate Commerce Commission (the "ICC") on November 8, 1988 under Recordation No. 16017.

B. The First Supplement to the Trust Agreement, dated November 20, 1989, between the Company and the Trustee was filed with the ICC on November 29, 1989, under Recordation No. 16017-I. The Second Supplement to the Trust Agreement, dated August 13, 1992, between the Company and the Trustee was filed with the ICC on August 20, 1992, under Recordation No. 16017-N. The Third Supplement to the Trust Agreement, dated August 26, 1992, between the Company and the Trustee was filed with the ICC on August 28, 1992 under Recordation No. 16017-S. The Fourth Supplement to the Trust Agreement, dated August 30, 1993, between the Company and the Trustee was filed with the ICC on September 1, 1993, under Recordation No. 16017-U. The Fifth Supplement to the Trust Agreement, dated November 23, 1993, between the Company and the Trustee was filed with the ICC on November 24, 1993, under Recordation No. 16017-Y. The Sixth Supplement to the Trust Agreement, dated February 23, 1994, between the Company and the Trustee was filed with the ICC on February 23, 1994, under Recordation No. 16017-CC. The Seventh Supplement to the Trust Agreement, dated August 30, 1994, between the Company and the Trustee was filed with the ICC on August 30, 1994, under Recordation No. 16017-LL. The Eighth Supplement to the Trust Agreement, dated September 23, 1994, between the Company and the Trustee was filed with the ICC on September 28, 1994, under Recordation No. 16017-PP. The Ninth Supplement to the Trust Agreement dated March 17, 1995, between the Company and the Trustee was filed with the ICC on March 21, 1995, under Recordation No. 16017-TT. The Tenth Supplement to the Trust Agreement dated September 25, 1995, between the Company and the Trustee was filed with the ICC on September 25, 1995, under Recordation No. 16017-XX. The Eleventh Supplement to the Trust Agreement dated October 25, 1995 between the Company and the Trustee was filed with the ICC on October 27, 1995, under Recordation No. 16017-DDD.

C. The Company has, pursuant to Section 5.05(a) of the Trust Agreement, issued its Request that the Trustee assign to the Company the Two Hundred Twenty Eight (228) railroad cars comprised of the following leases: Fourteen (14) railcars covered by the existing Lease Agreement dated August 25, 1994, between Trinity Industries Leasing Company and Excel Railcar Corporation (Partial Rider 1) described in Exhibit B to the Trust Agreement (the "Assigned Equipment").

D. Pursuant to Section 5.05(a) of the Trust Agreement and such Request, the Company desires to convey to the Trustee other Equipment described in Exhibits A and B hereto of an aggregate fair value no less than the fair value of the Assigned Equipment (the "Substituted Equipment").

E. The parties desire to supplement and amend the Trust Agreement as provided herein.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. The Trust Agreement is hereby amended by adding to Exhibits A & B to the Trust Agreement the descriptions of the Substituted Equipment and Existing Leases contained in Exhibits A and B hereto; and in accordance with Section 4.01 of the Trust Agreement, the Substituted Equipment shall be Trust Equipment and shall be included in the trust created thereunder and subject to all of the terms and provisions thereof.

2. The Trust Agreement, as hereby amended, is in all respects ratified and confirmed, and all rights and powers created or granted thereby or thereunder shall be and remain in full force and effect.

3. Terms used in this Twelfth Supplement shall have the respective meanings ascribed to them in the Trust Agreement.

4. The terms "Trust Agreement," "Agreement" or "Equipment Trust Agreement" as used in the Trust Agreement and all Exhibits thereto shall be construed to mean the Trust Agreement as amended by the First Supplement, the Second Supplement, the Third Supplement, Fourth Supplement, Fifth Supplement, Sixth Supplement, Seventh Supplement, Eighth Supplement, Ninth Supplement, Tenth Supplement, Eleventh Supplement and this Supplement.

5. This Twelfth Supplement may be executed in several counterparts each of which shall be deemed an original, and all such counterparts shall together constitute but one and the same instrument. This Twelfth Supplement may be signed by each party hereto upon a separate copy in which event all of said copies shall constitute a single counterpart of this Twelfth Supplement. It shall not be necessary in making proof of this Twelfth Supplement to produce or account for more than one such counterpart.

6. This Twelfth Supplement shall in all respects be governed by, and construed and enforced in accordance with, the laws of the State of Texas (including the conflicts of laws rules), including all matters of construction, validity and performance.

IN WITNESS WHEREOF, the parties have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed effective as of the date first written above.

TRINITY INDUSTRIES LEASING COMPANY

Attest:

Neil D. Shroyer
Assistant Secretary

By:

K. W. Lewis
K. W. Lewis
Senior Vice President

[SEAL]

THE BANK OF NEW YORK, Successor Trustee

By:

Walter N. Gitlin
Name: WALTER N. GITLIN.
Title: Vice President VICE PRESIDENT

Attest:

Mary La Gumina
MARY LA GUMINA
ASSISTANT VICE PRESIDENT

STATE OF TEXAS

§
§ ss.
§

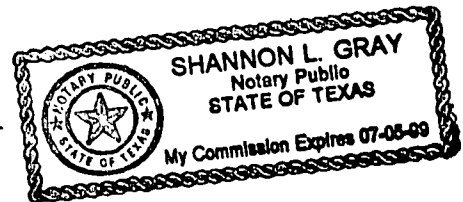
COUNTY OF DALLAS

On this 21st day of December, 1995, before me personally appeared K. W. Lewis, to me personally known, who being by me duly sworn, says that he is the Senior Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

Shannon L. Gray

My Commission Expires: _____



[SEAL]

STATE OF NEW YORK

§
§ ss.
§

COUNTY OF NEW YORK

On this 21st day of December, 1995, before me personally appeared WALTER N. GITLIN, to me personally known, who being by me duly sworn, says that he is the Vice President of THE BANK OF NEW YORK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Signature of Notary Public

William J. Casels

My Commission Expires: _____

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16,

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company covering the following described railroad cars (Partial Riders 9 and 10):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
99	4,750 cu. ft. Lo Covered Hopper Cars	TILX 511164-511201, 511203-511208, 511462, 511464, 511465, 511467, 511470, 511472-511474, 511479, 511481-511484, 511486, 511491, 511493, 511494, 511498, 511501, 511511, 511513, 511523, 511525, 511532, 511543, 511638, 511656, 511675, 511678, 511679, 511684- 511708

2. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Partial Rider 15):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
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3. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 16):

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
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4. Railroad Car Net Lease Agreement, dated March 22, 1984, between Trinity Industries Leasing Company and C-I-L, Inc. (name changed to ICI Canada Inc.) covering the following described railroad cars (Riders 1 and 2):

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5. Railroad Car Lease Agreement, dated March 28, 1989, between Trinity Industries Leasing Company and Petrowest Petroleum Ltd. covering the following described railroad cars:

<u>Number or Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	34,000 Gal. 112J340W Tank Car	TILX 300256

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
99 Hopper Cars	Lo	4,750 cu. ft.	TILX 511164-511201, 511203-511208, 511462, 511464, 511465, 511467, 511470, 511472-511474, 511479, 511481-511484, 511486, 511491, 511493, 511494, 511498, 511501, 511511, 511513, 511523, 511525, 511532, 511543, 511638, 511656, 511675, 511678, 511679, 511684- 511708	01/80
26 Tank Cars	111A100W1	29,947 Gal.	TILX 190252, 190257- 190259, 190261-190282	02/95
32 Tank Cars	105A500W	20,110 Gal.	TILX 400361-400392	05/95
20 Hopper Cars	Lo	4,750 cu. ft.	TILX 511714-511733	03/84
1 Tank Car	112J340W	34,000 Gal.	TILX 300256	03/80

EXHIBIT C
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
2 Tank Cars	111A100W1	30,000 Gal.	TILX 190027, 190032	10/80
1 Tank Car	111A100W1	23,500 Gal.	TILX 260130	05/80
19 Tank Cars	112J400W	33,885 Gal.	TILX 300701-300719	01/82
17 Tank Cars	111A100W1	21,004 Gal.	ALAX 82001-82006 ALAX 82008 ALAX 82010-82019	03/83
2 Tank Cars	111A100W1	21,020 Gal.	TILX 21008, 21009	06/82
2 Hopper Cars	Lo	4,750 cu. ft.	TILX 1486, 1487	04/80
1 Hopper Car	Lo	4,750 cu. ft.	TILX 1911	04/80
3 Hopper Cars	Lo	4,750 cu. ft.	TILX 511079, 511080 TILX 511087	04/80
1 Hopper Car	Lo	4,750 cu. ft.	TILX 511761	04/80
5 Hopper Cars	Lo	4,750 cu. ft.	TILX 512026, 512035 TILX 512038-512040	04/80
29 Tank Cars	111A100W3	13,500 Gal.	PSPX 13601-13625 PSPX 13627-13630	02/83
2 Tank Cars	111A100W1	21,000 Gal.	TILX 220013, 220014	04/82
5 Tank Cars	111A100W1	30,000 Gal.	TILX 190025, 190026 TILX 190029-190031	10/80
40 Tank Cars	111A100W1	23,635 Gal.	TILX 260243-260282	03/81
6 Tank Cars	111A100W1	21,020 Gal.	TILX 21000-21002 TILX 21004, 21006, 21007	06/82
1 Hopper Car	Lo	4,750 cu. ft.	TILX 1833	12/80
25 Hopper Cars	Lo	4,750 cu. ft.	TILX 511804-511828	04/80
8 Tank Cars	112J340W	34,090 Gal.	TILX 300347, 300351 TILX 300362, 300364 TILX 300387, 300388 TILX 300392, 300397	06/80
55 Tank Cars	112J340W	34,000 Gal.	TILX 300120-300133 TILX 300135-300141 TILX 300143-300147 TILX 300149-300158 TILX 300160-300173 TILX 300175-300179	12/79
4 Tank Cars	111A100W1	22,635 Gal.	TILX 260001, 260002 TILX 260013, 260048	01/80